

**THIRD AMENDMENT TO FUNDING AND REIMBURSEMENT AGREEMENT
(Operations and Maintenance)**

This **THIRD AMENDMENT TO FUNDING AND REIMBURSEMENT AGREEMENT** (the “**Third Amendment**”) is made and entered into as of the 16th day of November 2022, by and between **TUSCAN FOOTHILLS VILLAGE METROPOLITAN DISTRICT**, a quasi-municipal corporation and political subdivision of the State of Colorado (the “**District**”), and **TFV1, LLC**, a Colorado limited liability company (the “**Developer**”). The District and Developer are sometimes referred to collectively herein as the “**Parties**.”

RECITALS

WHEREAS, the Parties previously entered into a Funding and Reimbursement Agreement (Operations and Maintenance), dated January 30, 2017; as amended by a First Amendment to Funding and Reimbursement Agreement, dated November 6, 2017; and as amended by a Second Amendment to Funding and Reimbursement Agreement, dated November 16, 2021 (collectively the “**Agreement**”); and

WHEREAS, Section 1 of the Agreement establishes the Loan Obligation Termination Date; and

WHEREAS, the Parties desire to extend the Loan Obligation Termination Date by one (1) year, to December 31, 2023.

NOW THEREFORE, in consideration of the mutual covenants and promises expressed herein, the Parties hereby covenant and agree as follows:

COVENANTS AND AGREEMENTS

1. AMENDMENT TO SECTION 1. The parties hereby agree to extend the Loan Obligation Termination Date in Section 1 of the Agreement by one (1) year, to December 31, 2023.
2. PRIOR PROVISIONS EFFECTIVE. Except as specifically provided herein and extended hereby, all the terms and provisions of the Agreement shall remain in full force and effect throughout the duration of the Agreement.
3. COUNTERPART EXECUTION. The Parties may execute this Third Amendment in several counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument. Executed copies of this Third Amendment may be delivered by facsimile or email of a PDF document, and, upon receipt, shall be deemed originals and binding upon the signatories to this Third Amendment.

[Remainder of Page Intentionally Left Blank. Signature Page Follows].

IN WITNESS WHEREOF, the Parties have executed this Third Amendment on the date and year first above written.

**TUSCAN FOOTHILLS VILLAGE
METROPOLITAN DISTRICT**, a quasi-
municipal corporation and political subdivision of
the State of Colorado

David Hewett

Officer

ATTEST:

Roger D Lemmon

Roger D Lemmon (Dec 1, 2022 19:30 MST)

TFV1, LLC, a Colorado limited liability company

By: *James Buller*

James Buller (Dec 15, 2022 16:42 MST)

Its: _____